

EXHIBIT 5



HAMBURG, RUBIN, MULLIN,
MAXWELL & LUPIN, PC
ATTORNEYS AT LAW

23766-001

www.HRMML.com

August 10, 2010

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PERKASIE
LIMERICK
ALLENTOWN
HARRISBURG

Gerald B. Alderfer
105 East Broad Street
Telford, PA 18969-1732

Re: Alderfer, et al. v. Clemens Markets, Inc. Retirement Savings & Profit Sharing Plan 003, The Trustees of Clemens Markets, Inc. Retirement Savings & Profit Sharing Plan 003, The Trustees of Trust A of Clemens Markets, Inc. Retirement Savings & Profit Sharing Plan, Jack Clemens, Robert Derstine, Robert Lavin, Gerald Spencer and Douglas Moyer

Dear Mr. Alderfer:

This letter will confirm that you have retained the services of Hamburg, Rubin, Mullin, Maxwell & Lupin, P.C. and Bowen & Burns ("Counsel"), to file a class action against Clemens Markets, Inc. Retirement Savings & Profit Sharing Plan 003, The Trustees of Clemens Markets, Inc. Retirement Savings & Profit Sharing Plan 003, The Trustees of Trust A of Clemens Markets, Inc. Retirement Savings & Profit Sharing Plan, Jack Clemens, Robert Derstine, Robert Lavin, Gerald Spencer and Douglas Moyer ("Defendants") in connection with alleged violations of the ERISA laws pertaining to your 401(k) pension plan.

Initially, you paid a retainer fee for Counsel to investigate this matter for you and to obtain documents from Defendants to determine why certain payments that were overdue had not been paid.

After our attempts to meet with counsel for the Defendants and obtain documents from them, we decided that it would be in your best interests to file a complaint and that the retainer fee that you paid would be sufficient to cover all legal work that was done up to and including the preparation of the Complaint.

Thereafter, we agreed on a contingent fee arrangement with you. Consistent with the Pennsylvania Canons of Ethics, Counsel will advise all costs of the litigation, the repayment of which is contingent upon recovery. If the Court certifies this case as a class action, Counsel will request the Court to award them attorneys' fees and expenses out of any recovery, or pursuant to any applicable statute. Our request for attorneys' fees and expenses is wholly contingent upon a recovery.

To the extent that the Court does not certify this case as a class action, our attorneys' fees will be 35% of any recovery, plus expenses, or such other amount as we may agree upon.

{00697662;v1}

Gerald B. Alderfer
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Counsel may also associate other counsel and/or expert witnesses to prosecute this litigation on the terms described above.

In your capacity as a Class Representative, you will be required to produce documentation with respect to your 401(k) plan and you will, in all likelihood, have to appear at a deposition regarding your claims. The undersigned counsel will represent you at the deposition.

We will use our best efforts on your behalf to secure for you an incentive reward for acting as class representative.

We look forward to working with you in this litigation. If this understanding meets with your approval, please sign below.

Very truly yours,

HAMBURG, RUBIN, MULLIN,
MAXWELL & LUPIN

By: 

EDWARD RUBIN

BOWEN & BURNS

By: 

MICHAEL BURNS

ER/MJB: lmb



Approved:


Gerald Alderfer

8/10/10
Date

EXHIBIT 6

HRMM&L**HAMBURG, RUBIN, MULLIN,
MAXWELL & LUPIN, PC**

ATTORNEYS AT LAW

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March 15, 2012

GERALD ALDERFER
105 E BROAD ST
TELFORD PA 18969

File Number 23766-001

Re: CONTINGENT - CLEMENS MARKETS - CLASS ACTION
FOR PROFESSIONAL SERVICES
Thru March 15, 2012

<u>Date</u>	<u>Atty</u>	<u>Description</u>	<u>Time</u>	<u>Rate</u>	<u>Value</u>
12/29/09	ER	MEET WITH ALDERFER, ROESNER AND MIKE BURNS RE POTENTIAL CLASS ACTION SUIT AND CLEMENS.	2.20 Hrs	400/hr	\$880.00
01/06/10	ER	REVIEW LETTER TO DEFENDANT.	0.50 Hrs	400/hr	\$200.00
01/21/10	ER	REVIEW FILE; GET BETTER ADDRESS FOR DEFENDANT.	0.70 Hrs	400/hr	\$280.00
03/02/10	ER	(WEEK OF FEBRUARY 15, 2010) REVIEW CORRESPONDENCE; E-MAILS WITH MIKE BURNS.	0.50 Hrs	400/hr	\$200.00
03/15/10	ER	(WEEK OF MARCH 15) PHONE CALLS CLIENT; PHONE CALLS AND E-MAILS WITH M. BURNS.	1.80 Hrs	400/hr	\$720.00
03/24/10	ER	PHONE CALL CLIENT; PHONE CALL BURNS.	0.40 Hrs	400/hr	\$160.00
04/01/10	ER	MEET WITH CLIENTS.	1.50 Hrs	400/hr	\$600.00
04/06/10	ER	PHONE CONFERENCE MICHAEL J. BURNS.	0.40 Hrs	400/hr	\$160.00
04/06/10	ER	REVIEW E-MAILS FROM MICHAEL J. BURNS AND RESPOND.	0.50 Hrs	400/hr	\$200.00
04/07/10	ER	REVIEW MEMO AND LETTER FROM BURNS; CALL CLIENT.	0.70 Hrs	400/hr	\$280.00
04/12/10	ER	REVIEW NEW DOCUMENTS.	0.60 Hrs	400/hr	\$240.00
04/21/10	ER	PHONE CONFERENCE M. BURNS; REVIEW FILE; CALL WENGER.	0.70 Hrs	400/hr	\$280.00
04/27/10	ER	PHONE CONFERENCE BURNS.	0.50 Hrs	400/hr	\$200.00
04/28/10	ER	REVIEW E-MAIL FROM BURNS; PHONE CONFERENCE CLIENT.	0.40 Hrs	400/hr	\$160.00
04/29/10	ER	PREPARE FOR MEETING AND CONFERENCE WITH CLIENTS	1.00 Hrs	400/hr	\$400.00
04/30/10	ER	PHONE CONFERENCE WENGER.	0.50 Hrs	400/hr	\$200.00

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04/30/10	ER	PHONE CONFERENCE BURNS.	0.50 Hrs	400/hr	\$200.00
05/07/10	ER	MEET WITH WENGER.	2.00 Hrs	400/hr	\$800.00
05/10/10	ER	PHONE CALL CLIENT.	0.40 Hrs	400/hr	\$160.00
05/12/10	ER	REVIEW WANGER E-MAIL.	0.50 Hrs	400/hr	\$200.00
05/18/10	ER	PHONE CONFERENCE MICHAEL BURNS; DRAFT RESPONSE TO WILLIAM WANGER.	0.80 Hrs	400/hr	\$320.00
05/24/10	ER	PHONE CALL CLIENT; PHONE CALL BURNS; E-MAIL WENGER.	0.80 Hrs	400/hr	\$320.00
05/27/10	ER	E-MAILS AND PHONE CALLS RE 401K TRUSTEE MEETING.	0.40 Hrs	400/hr	\$160.00
06/01/10	ER	E-MAILS RE FINDING INDEPENDENT 401(K) TRUSTEE.	0.80 Hrs	400/hr	\$320.00
06/02/10	ER	PHONE CONFERENCE CLIENT; EMAIL.	0.40 Hrs	400/hr	\$160.00
06/03/10	ER	EMAILS EXPERT.	0.50 Hrs	400/hr	\$200.00
06/04/10	ER	PHONE MESSAGE; SET UP CONFERENCE WITH POTENTIAL TRUSTEE.	0.40 Hrs	400/hr	\$160.00
06/07/10	ER	INTERVIEW TRUSTEE CANDIDATE; PHONE CONFERENCE CLIENT.	1.00 Hrs	400/hr	\$400.00
06/08/10	ER	EMAILS AND PHONE CALLS RE INDEPENDENT TRUSTEE AND NEXT TRUSTEES MEETING.	1.10 Hrs	400/hr	\$440.00
06/09/10	ER	E-MAILS AND PHONE CALLS.	0.40 Hrs	400/hr	\$160.00
06/15/10	ER	PHONE CONFERENCE CLIENT; E-MAIL RE INDEPENDENT TRUSTEE.	0.60 Hrs	400/hr	\$240.00
06/16/10	ER	E-MAILS RE TRUSTEE.	0.40 Hrs	400/hr	\$160.00
06/17/10	ER	E-MAILS RE TRUSTEE MEETING.	0.80 Hrs	400/hr	\$320.00
06/18/10	ER	PHONE CALLS AND E-MAILS.	1.00 Hrs	400/hr	\$400.00
06/21/10	ER	PHONE CALLS; E-MAILS.	0.50 Hrs	400/hr	\$200.00
06/22/10	ER	E-MAILS AND CONFERENCE WITH HARRISON AND CLIENT.	1.00 Hrs	400/hr	\$400.00
06/24/10	ER	PHONE CONFERENCE BURNS AND ANGIE HARRISON; E-MAILS.	0.50 Hrs	400/hr	\$200.00
06/25/10	ER	PHONE CONFERENCE WITH M. BURNS; LENGTHY E-MAIL TO WANGER.	1.50 Hrs	400/hr	\$600.00
06/29/10	ER	E-MAILS WITH MIKE BURNS.	0.50 Hrs	400/hr	\$200.00
06/29/10	ER	MEET WITH CLIENTS.	0.80 Hrs	400/hr	\$320.00
07/01/10	ER	PHONE CONFERENCE EXPERT; WENGER AND BURNS.	1.00 Hrs	400/hr	\$400.00
07/01/10	ER	E-MAILS AND PHONE CALLS.	2.00 Hrs	400/hr	\$800.00
07/07/10	ER	E-MAILS; PHONE CALL CLIENT.	0.30 Hrs	400/hr	\$120.00
07/14/10	ER	PHONE CONFERENCE WITH CLIENT AND BURNS.	0.70 Hrs	400/hr	\$280.00
07/22/10	ER	CORRESPONDENCE; INSTRUCTIONS TO BOOKKEEPING.	0.30 Hrs	400/hr	\$120.00
08/11/10	ER	REVIEW CLASS ACTION COMPLAINTS FOR FORM; PHONE CONFERENCE BURNS.	0.50 Hrs	400/hr	\$200.00
08/13/10	ER	REVIEW COMPLAINT; MAKE AMENDMENTS; PREPARE CLASS ACTION COMPLAINT.	3.00 Hrs	400/hr	\$1,200.00
08/16/10	ER	REVIEW DEED SEARCH AND EMAIL BURNS.	0.50 Hrs	400/hr	\$200.00

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08/16/10	ER	DICTATE CLASS ACTION ALLEGATIONS FOR COMPLAINT.	0.80 Hrs	400/hr	\$320.00
08/17/10	ER	PHONE CONFERENCE CLIENT.	0.60 Hrs	400/hr	\$240.00
08/17/10	ER	AMEND COMPLAINT; EMAIL BURNS; REVIEW FILE.	1.60 Hrs	400/hr	\$640.00
08/18/10	ER	PHONE CONFERENCE M. BURNS.	0.70 Hrs	400/hr	\$280.00
08/23/10	ER	REVIEW AND CORRECT COMPLAINT; PHONE CALL CLIENT.	0.70 Hrs	400/hr	\$280.00
08/30/10	ER	REVIEW DOCUMENTS FROM CLIENT.	0.40 Hrs	400/hr	\$160.00
09/01/10	ER	REVIEW COURT FILING; E-MAIL VENGER.	0.60 Hrs	400/hr	\$240.00
09/07/10	ER	REVIEW AND CORRECT LETTERS OF SERVICE; PHONE CALL HARRISON.	0.50 Hrs	400/hr	\$200.00
09/13/10	ER	REVIEW SERVICE PROBLEMS AND CAPTION PROBLEMS AND ARRANGE FOR ADDITIONAL SERVICE.	1.00 Hrs	400/hr	\$400.00
09/15/10	ER	PHONE CONFERENCE WILLIAM WANGER RE AIG ATTORNEY; MEMO TO MIKE BURNS.	0.40 Hrs	400/hr	\$160.00
09/22/10	ER	EMAIL WENGER RE DEFENSE ATTORNEY.	0.40 Hrs	400/hr	\$160.00
09/23/10	ER	DISCOVERY.	1.00 Hrs	400/hr	\$400.00
09/27/10	ER	PREPARE AND EMAIL NOTICE OF INTENT TO PETITION FOR COSTS OF SERVICE.	0.40 Hrs	400/hr	\$160.00
09/29/10	ER	PHONE CALL DEFENSE ATTORNEYS.	0.40 Hrs	400/hr	\$160.00
09/30/10	ER	TELEPHONE CALL DEFENSE ATTORNEY AND TELEPHONE CALL M. BURNS RE DROPPING ONE DEFENDANT.	0.40 Hrs	400/hr	\$160.00
10/05/10	ER	REVIEW STIPULATION.	0.50 Hrs	400/hr	\$200.00
10/06/10	ER	REVIEW FILE AND FEDERAL RULES RE INITIAL DISCLOSURES.	0.70 Hrs	400/hr	\$280.00
10/07/10	ER	REVIEW INITIAL DISCLOSURES.	0.30 Hrs	400/hr	\$120.00
10/19/10	CTK	RESEARCH APPROPRIATE FORM TO FILE MOTION TO EXTEND TIME TO CONFIRM CLASS ACTION.	1.90 Hrs	175/hr	\$332.50
10/19/10	CTK	CONFERENCE WITH ATTORNEY RUBIN RE APPROPRIATE FORM TO FILE MOTION TO EXTEND TIME TO CONFIRM CLASS ACTION.	0.10 Hrs	175/hr	\$17.50
10/19/10	ER	RESEARCH RULES RE CERTIFICATION MOTION; PREPARE EMAIL AND STIPULATION.	1.00 Hrs	400/hr	\$400.00
10/20/10	ER	EMAIL OPPOSING ATTORNEY RE EXTENDING TIME FOR CLASS CERTIFICATION MOTION.	0.50 Hrs	400/hr	\$200.00
10/22/10	ER	MOTION TO EXTEND TIME FOR CLASS CERTIFICATION.	0.70 Hrs	400/hr	\$280.00
10/25/10	CTK	RESEARCH FOR ATTORNEY RUBIN RE MOST RECENT AUTHORITY IN SUPPORT OF THE MOTION TO EXTEND TIME TO CERTIFY THE CLASS.	0.60 Hrs	175/hr	\$105.00
11/02/10	ER	REVIEW MOTION TO DISMISS; PHONE CALL BURNS.	1.00 Hrs	400/hr	\$400.00
11/04/10	DKF	ATTORNEY CONFERENCE RE ACCESSING ORPHANS COURT DECISION ON 401(K) PLAN.	0.20 Hrs	325/hr	\$65.00

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11/04/10	DKF	TELCON WITH CLERK OF ORPHANS' COURT RE COPY OF ORDER; FAX LETTER RE SAME.	0.60 Hrs	325/hr	\$195.00
11/04/10	ER	TELCON CLIENT; CONFERENCE DIANE K. FOXMAN RE ORPHANS' COURT DOCKET; EMAILS.	0.60 Hrs	400/hr	\$240.00
11/05/10	ER	REVIEW TITLE SEARCH AND DO MEMO TO M. BURNS.	0.80 Hrs	400/hr	\$320.00
11/08/10	DKF	REVIEW OPPOSING COUNSEL VOICE MESSAGE; E-MAIL RE SAME.	0.20 Hrs	325/hr	\$65.00
11/08/10	ER	REVIEW EMAIL FROM BURNS.	0.20 Hrs	400/hr	\$80.00
11/18/10	ER	PHONE CALL CLIENT; EMAIL BURNS.	0.30 Hrs	400/hr	\$120.00
11/22/10	ER	PHONE CONFERENCE MIKE BURNS.	0.20 Hrs	400/hr	\$80.00
11/22/10	ER	REVIEW AND AMEND REPLY TO MOTION TO DISMISS.	2.00 Hrs	400/hr	\$800.00
11/24/10	ER	MEET WITH CLIENT; EMAIL M. BURNS.	0.50 Hrs	400/hr	\$200.00
11/24/10	ER	PHONE CALLS CLIENT AND BURNS.	0.50 Hrs	400/hr	\$200.00
11/30/10	ER	PREPARE LETTER TO JUDGE; PHONE CONFERENCE DEFENSE COUNSEL; EMAILS AND PHONE CALLS BURNS.	0.70 Hrs	400/hr	\$280.00
12/01/10	ER	PHONE CONFERENCE CLIENT.	0.20 Hrs	400/hr	\$80.00
12/01/10	ER	REVIEW VANGUARD FORMS FROM DEFENDANT; EMAIL BURNS AND DEFENSE ATTORNEY.	0.50 Hrs	400/hr	\$200.00
12/13/10	ER	REVIEW REPLY BRIEF.	0.50 Hrs	400/hr	\$200.00
12/27/10	ER	REVIEW OPINION BY JUDGE SCHILLER; PHONE CONFERENCE M. BURNS; REVIEW FILE TO PREPARE REQUEST FOR PRODUCTION.	2.20 Hrs	400/hr	\$880.00
12/27/10	ER	PREPARE REQUEST FOR PRODUCTION.	1.10 Hrs	400/hr	\$440.00
12/28/10	ER	WORK ON REQUEST FOR PRODUCTION; PHONE CONFERENCE CLIENT.	1.00 Hrs	400/hr	\$400.00
12/29/10	ER	MEET WITH CLIENT.	0.50 Hrs	400/hr	\$200.00
01/06/11	ER	PREPARE EMAIL TO DEFENSE COUNSEL RE REQUEST FOR PRODUCTION.	0.40 Hrs	400/hr	\$160.00
01/07/11	ER	REVIEW ANSWER TO COMPLAINT; EMAIL MJB RE INITIAL DISCLOSURE.	0.60 Hrs	400/hr	\$240.00
01/14/11	ER	WORK ON INITIAL DISCLOSURES.	0.40 Hrs	400/hr	\$160.00
01/20/11	ER	PHONE CALL CLIENT; PHONE CONFERENCE ROESNER; EMAIL BURNS; DICTATE MEMO.	1.20 Hrs	400/hr	\$480.00
01/26/11	ER	RESEARCH; PREPARE FEE AGREEMENT FOR CLASS ACTION.	0.50 Hrs	400/hr	\$200.00
02/07/11	MLE	TELCON RE MOTION FOR SUMMARY JUDGMENT RESEARCH	0.20 Hrs	175/hr	\$35.00
02/07/11	MLE	LEGAL RESEARCH RE MOTION FOR SUMMARY JUDGMENT FOLLOWING DENIAL OF MOTION TO DISMISS	1.90 Hrs	175/hr	\$332.50
02/08/11	MLE	LEGAL RESEARCH RE MOTION FOR SUMMARY JUDGMENT WHILE DISCOVERY OUTSTANDING	1.70 Hrs	175/hr	\$297.50
02/08/11	MLE	MEETING RE SUMMARY JUDGMENT RESEARCH	0.20 Hrs	175/hr	\$35.00

Re: CONTINGENT - CLEMENS MARKETS - CLASS ACTION
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02/08/11	SBB	CONFERENCE WITH ER AND MATT RE SCHILLER'S PROCEDURES AND REVIEW MEMORANDUM ON MOTION TO DISMISS AND COMPLAINT	2.00 Hrs	350/hr	\$700.00
02/10/11	SBB	EMAILS RE APPROACH TO SUMMARY JUDGMENT AND MOTION FOR STAY; CONFERENCE WITH ER AND MIKE RE SAME	1.00 Hrs	350/hr	\$350.00
02/16/11	SBB	CONFERENCE RE PUSHING DISCOVERY	0.40 Hrs	350/hr	\$140.00
02/17/11	SBB	CONFERENCE WITH JUDGE RE SUMMARY JUDGMENT, PRE-CALL WITH MIKE RE STRATEGY RE SAME	1.00 Hrs	350/hr	\$350.00
02/21/11	SBB	SCHEDULING OF 26 CONFERENCE	0.40 Hrs	350/hr	\$140.00
02/25/11	SBB	EMAILS ABOUT EXPERT AND NEEDED DISCOVERY	0.50 Hrs	350/hr	\$175.00
02/28/11	SBB	CONFERENCE CALL RE 26 CONFERENCE AND DOCUMENTS AND DISCOVERY NEEDED AND STRATEGY GIVEN DAMAGES	1.00 Hrs	350/hr	\$350.00
03/01/11	SBB	26(F) CONFERENCE CALL WITH COUNSEL AND PREPARATION FOR SAME	2.00 Hrs	350/hr	\$700.00
03/04/11	SBB	DISCUSSION ABOUT SETTLEMENT AND SCHEDULE CALL AMONG CLASS COUNSEL RE SAME	0.50 Hrs	350/hr	\$175.00
03/06/11	SBB	CALL AMONG CLASS COUNSEL ABOUT SETTLEMENT AND TERMS AND NEEDED INFORMATION/EVIDENCE	0.50 Hrs	350/hr	\$175.00
03/07/11	SBB	REVIEW AND EDIT 26(F) REPORT, CONFERENCE WITH MIKE BURNS AND ER RE SAME	1.00 Hrs	350/hr	\$350.00
03/08/11	SBB	MEET WITH CLIENT AND REVIEW STATUS, REVIEW DOCUMENTS OF CLEMENS	1.50 Hrs	350/hr	\$525.00
03/09/11	SBB	CALL WITH COUNSEL RE SETTLEMENT TERMS AND NEED FOR INFORMATION, BEGIN REVIEW OF DOCUMENT PRODUCTION BY CLEMENS	3.00 Hrs	350/hr	\$1,050.00
03/10/11	SBB	CONFERENCE WITH MIKE BURNS RE CATEGORIES OF INFORMATION NEEDED FOR SETTLEMENT AND TRANSMITTAL OF SAME TO COUNSEL	0.50 Hrs	350/hr	\$175.00
03/11/11	SBB	MEET WITH MIKE BURNS AND REVIEW DOCUMENTS FROM CLASS MEMBER, PREPARE FOR AND ATTEND RULE 16 CONFERENCE, MEETING WITH ALL COUNSEL RE POSSIBLE SETTLEMENT	5.00 Hrs	350/hr	\$1,750.00
03/15/11	SBB	EMAIL TO COUNSEL RE STATUS OF INFORMATION	0.30 Hrs	350/hr	\$105.00
03/16/11	SBB	CONFERENCE WITH CLASS COUNSEL RE CLASS MEMBERS TENDERING STOCK AND EFFECT ON CLASS AND ACTION	0.50 Hrs	350/hr	\$175.00
03/29/11	SBB	REVIEW SPREAD SHEET AND EMAIL OF COUNSEL RE DATA FOR SETTLEMENT, REVIEW PROTECTIVE ORDER PROPOSED, CONFERENCE WITH MIKE AND ED RE SAME	2.00 Hrs	350/hr	\$700.00
04/01/11	SBB	REVIEW FINANCIAL MATERIAL, CALL WITH MIKE RE SAME	1.00 Hrs	350/hr	\$350.00

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04/15/11	SBB	MEETING WITH MIKE RE VALUATION REPORTS AND \$5 DISCREPANCY, APPROACH WITH BASSMAN RE EXPERT ANALYSIS.	2.00 Hrs	350/hr	\$700.00
04/18/11	SBB	REVIEW AND EDITS TO CONFIDENTIALITY/PROTECTIVE ORDER, CALL WITH COUNSEL RE SAME AND EXPERT REVIEW FOR RESOLUTION	2.00 Hrs	350/hr	\$700.00
05/06/11	SBB	MEETING WITH WAYNE GEISSER AND COUNSEL RE EXPERT SERVICES AND FORENSIC EVALUATION	2.50 Hrs	350/hr	\$875.00
05/26/11	SBB	REVIEW NOTES OF EXPERT FROM REVIEW, CONFERENCE CALL WITH MIKE RE SAME AND STRATEGY IN PROCEEDING, CONFERENCE CALL WITH BARAK RE REVIEW OF RECORDS, EXPERT AND PLAN TO ADDRESS ISSUES.	2.50 Hrs	350/hr	\$875.00
05/31/11	SBB	EMAIL WITH COUNSEL AND SCHEDULE FOR REPORT AND MEETING.	1.00 Hrs	350/hr	\$350.00
06/03/11	SBB	REVIEW EXPERT'S REVIEW OF DOCUMENTS, CONFERENCE WITH MIKE BURNS RE SAME; CALL WITH BARAK RE PLAN AND SEND COUNSEL ISSUES TO BE DISCUSSED AT MEETING.	3.00 Hrs	350/hr	\$1,050.00
06/13/11	ER	TRAVEL AND SETTLEMENT MEETING AT PEPPER FIRM.	4.10 Hrs	400/hr	\$1,640.00
06/13/11	ER	MEETING AT PEPPER WITH DEFENSE ATTORNEY, ADJUSTER, STEVE BARRETT AND BURNS.	1.60 Hrs	400/hr	\$640.00
06/13/11	ER	TRAVEL (PARKING \$28) FROM AC TO LANSDALE.	2.50 Hrs	400/hr	\$1,000.00
06/13/11	SBB	PREPARE FOR AND ATTEND CONFERENCE WITH COUNSEL AND JESSICA LERMOND RE SETTLEMENT. FOLLOW UP CALL WITH COUNSEL AND FURTHER CONSIDERATION AS TO SETTLEMENT WITH EMAIL TO CO-COUNSEL.	5.00 Hrs	350/hr	\$1,750.00
06/14/11	ER	PHONE CONFERENCE WITH BASSMAN AND CO-COUNSEL RE SETTLEMENT.	1.20 Hrs	400/hr	\$480.00
06/16/11	ER	PHONE CONFERENCE WITH DEFENSE ATTORNEY AND WITH STEVE BARRETT AND M. BURNS RE SETTLEMENT.	1.20 Hrs	400/hr	\$480.00
06/16/11	ER	TELEPHONE CONFERENCE WITH BASSMAN AND OTHER COUNSEL RE SETTLEMENT.	1.20 Hrs	400/hr	\$480.00
06/16/11	SBB	CONFERENCE WITH MIKE AND ED RE SETTLEMENT APPROACH AND CONFERNECE CALL WIHT COUNSEL RE SETTLEMENT	2.00 Hrs	350/hr	\$700.00
06/22/11	ER	EMAILS WITH BARAK BASSMAN RE SETTLEMENT AGREEMENT.	0.40 Hrs	400/hr	\$160.00
06/22/11	ER	EMAILS WITH BASSMAN RE SETTLEMENT AGREEMENT.	0.40 Hrs	400/hr	\$160.00
06/22/11	ER	ELECTRONIC MAIL TO BASSMAN RE SETTLEMENT AGREEMENT.	0.40 Hrs	400/hr	\$160.00
06/23/11	ER	TELEPHONE CONFERENCE WITH STEVEN B. BARRETT; REVIEW AND RESPOND TO BASSMAN E-MAIL ABOUT SETTLEMENT AGREEMENT.	0.50 Hrs	400/hr	\$200.00

Re: CONTINGENT - CLEMENS MARKETS - CLASS ACTION
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06/24/11	ER	TELEPHONE CALL WITH BURNS; E-MAIL WITH BASSMAN RE CONFERENCE WITH JUDGE.	0.40 Hrs	400/hr	\$160.00
06/25/11	ER	REVIEW SETTLEMENT AGREEMENT; MOTION FOR PRELIMINARY APPROVAL OF ORDER; NOTICE TO CLASS; MOTION FOR FINAL APPROVAL; PETITION FOR COUNSEL FEES AND MOTION FOR FINAL APPROVAL FROM DALL CARE.	1.50 Hrs	400/hr	\$600.00
06/26/11	ER	REVIEW FEDERAL RULES ON CLASS ACTION SETTLEMENTS AND CAFA.	1.00 Hrs	400/hr	\$400.00
06/27/11	ER	E-MAIL FROM AND TO MIKE BURNS RE JUDGE'S PROCEDURE AND NEED FOR CLARIFICATION.	0.40 Hrs	400/hr	\$160.00
06/28/11	SBB	REVIEW DRAFT OF AGREEMENT AND ALSO CONFERENCE WITH ER RE PREPARATION OF TERMS	1.00 Hrs	350/hr	\$350.00
06/29/11	ER	TELEPHONE CONFERENCE WITH M. BURNS RE SETTLEMENT PROCEDURE; TELEPHONE CONFERENCE WITH B. BASSMAN RE SAME; TELEPHONE CONFERENCES WITH CLIENT RE SETTLEMENT.	0.80 Hrs	400/hr	\$320.00
06/29/11	ER	REVIEW E-MAIL FROM B. BASSMAN RE TYPE OF SETTLEMENT CLASS AND REVIEW SETTLEMENT AGREEMENT WHICH IS 28 PAGES. DICTATE LETTER TO BASSMAN REJECTING PARTS OF SETTLEMENT AGREEMENT.	2.30 Hrs	400/hr	\$920.00
06/29/11	ER	CORRECT LETTER.	0.30 Hrs	400/hr	\$120.00
06/29/11	ER	TELEPHONE CALL WITH CLIENT.	0.20 Hrs	400/hr	\$80.00
06/29/11	ER	REVIEW PRIOR MOTIONS FOR CLASS CERTIFICATION.	0.40 Hrs	400/hr	\$160.00
06/29/11	ER	FINAL DRAFT OF LETTER.	0.20 Hrs	400/hr	\$80.00
06/29/11	ER	TELEPHONE CONFERENCE WITH H. SEDRAN.	0.20 Hrs	400/hr	\$80.00
06/30/11	ER	RESEARCH AND DICTATE MOTION AND ORDER FOR CLASS CERTIFICATION; APPOINTMENT OF COUNSEL AND CLASS REPRESENTATIVE.	2.40 Hrs	400/hr	\$960.00
07/06/11	ER	REVIEW AND REVISE MOTION FOR CLASS CERTIFICATION; REVIEW AND REVISE C.V. FOR ATTACHMENT AS AN EXHIBIT; E-MAIL SBB & MIKE BURNS.	1.00 Hrs	400/hr	\$400.00
07/06/11	ER	DICTATE MEMO FOR MATT WITH SAMPLE BRIEFS TO ASSIGN HIM A JOB OF DOING CLASS CERTIFICATION BRIEF.	0.50 Hrs	400/hr	\$200.00
07/11/11	SBB	REVIEW DRAFT MOTION	1.00 Hrs	350/hr	\$350.00
07/12/11	ER	REVIEW LAW ON DIFFERENT TYPES OF CLASS ACTIONS THAT MAY BE APPLICABLE TO OUR CLASS FOR SETTLEMENT AGREEMENT AND CERTIFICATION. REVIEW PROPOSED SETTLEMENT AGREEMENT IN PREPARATION FOR TOMORROW'S CONFERENCE WITH BASSMAN. REVIEW BURNS' AMENDMENTS TO THE MOTION FOR CLASS CERTIFICATION.	1.20 Hrs	400/hr	\$480.00

Re: CONTINGENT - CLEMENS MARKETS - CLASS ACTION
 File Number 23766-001

March 15, 2012

07/13/11	ER	PHONE CONFERENCE WITH BASSMAN TO REVIEW MY OBJECTIONS TO SETTLEMENT AGREEMENT AND DISCUSS REVISIONS; MEMO TO FILE.	1.50 Hrs	400/hr	\$600.00
07/14/11	ER	REVIEW EMAIL FROM BASSMAN RE RULE 23(B) (1)(A) CLASS AND EMAIL BURNS RE SAME.	0.40 Hrs	400/hr	\$160.00
07/14/11	MLE	FILE REVIEW IN PREPARATION OF DRAFTING BRIEF IN SUPPORT OF CLASS CERTIFICATION	0.70 Hrs	175/hr	\$122.50
07/14/11	MLE	LEGAL RESEARCH RE STANDARD FOR GRANTING MOTION FOR CLASS CERTIFICATION	0.60 Hrs	175/hr	\$105.00
07/15/11	ER	REVISE MOTION FOR CLASS CERTIFICATION.	0.50 Hrs	400/hr	\$200.00
07/15/11	SBB	MOL RE CLASS CERTIFICATION ELEMENTS	1.50 Hrs	350/hr	\$525.00
07/18/11	ER	REVIEW AND REVISE MEMO OF JULY 13, 2011.	0.40 Hrs	400/hr	\$160.00
07/18/11	ER	REVIEW CALIFORNIA CIVIL CODE REFERRED TO IN SETTLEMENT AGREEMENT.	0.20 Hrs	400/hr	\$80.00
07/18/11	ER	MEMO TO MATT RE NEXT MOTION.	0.20 Hrs	400/hr	\$80.00
07/18/11	MLE	REVIEW EMAIL FROM ED RUBIN, ESQUIRE RE SETTLEMENT DISCUSSIONS	0.20 Hrs	175/hr	\$35.00
07/18/11	MLE	REVIEW SAMPLE FEDERAL COURT BRIEF IN SUPPORT OF MOTION FOR CLASS CERTIFICATION	0.20 Hrs	175/hr	\$35.00
07/18/11	MLE	MEETING WITH STEVEN BARRETT, ESQUIRE RE CLASS ACTION PROCEDURE	0.10 Hrs	175/hr	\$17.50
07/18/11	SBB	REVIEW MOTION AND CONFERENCE RE SETTLEMENT TERMS	1.00 Hrs	350/hr	\$350.00
07/20/11	MLE	DRAFT MEMORANDUM OF LAW IN SUPPORT OF MOTION FOR CLASS CERTIFICATION	2.20 Hrs	175/hr	\$385.00
07/20/11	MLE	LEGAL RESEARCH RE FEDERAL CLASS CERTIFICATION STANDARDS	0.80 Hrs	175/hr	\$140.00
07/21/11	MLE	DRAFT MEMORANDUM OF LAW IN SUPPORT OF MOTION FOR CLASS CERTIFICATION	1.40 Hrs	175/hr	\$245.00
07/22/11	ER	REVIEW SECOND DRAFT OF SETTLEMENT AGREEMENT; MAKE NOTES OF CHANGES; PHONE CONFERENCE WITH BARAK BASSMAN RE MY PROPOSED CHANGES.	2.70 Hrs	400/hr	\$1,080.00
07/22/11	ER	PHONE CONFERENCE WITH PROPOSED ADMINISTRATOR.	0.30 Hrs	400/hr	\$120.00
07/22/11	ER	REVIEW AND AMEND MATT'S CLASS CERTIFICATION CLASS.	0.50 Hrs	400/hr	\$200.00
07/22/11	MLE	LEGAL RESEARCH RE REQUIREMENTS FOR MEETING FEDERAL RULE OF CIVIL PROCEDURE 23(B)	1.20 Hrs	175/hr	\$210.00
07/22/11	MLE	DRAFT MEMORANDUM OF LAW IN SUPPORT OF MOTION FOR CLASS CERTIFICATION	1.90 Hrs	175/hr	\$332.50
07/22/11	MLE	REVIEW AND REVISE DRAFT MEMORANDUM OF LAW IN SUPPORT OF MOTION FOR CLASS CERTIFICATION	0.50 Hrs	175/hr	\$87.50
07/22/11	MLE	REVISE MEMORANDUM OF LAW IN SUPPORT OF MOTION FOR CLASS CERTIFICATION TO INCORPORATE COMMENTS OF ED RUBIN, ESQUIRE	0.40 Hrs	175/hr	\$70.00

Re: CONTINGENT - CLEMENS MARKETS - CLASS ACTION
 File Number 23766-001

March 15, 2012

07/27/11	ER	DICTATE MEMO.	0.20 Hrs	400/hr	\$80.00
08/01/11	ER	(7/30/11) PHONE CONFERENCE WITH PROPOSED ADMINISTRATOR; PHONE CALL B. BASSMAN; REVIEW EMAIL FROM BASSMAN; SEND DETAILED REPLY ENDING SETTLEMENT NEGOTIATIONS.	0.60 Hrs	400/hr	\$240.00
08/02/11	ER	REVIEW EMAIL FROM BASSMAN; CONFERENCE WITH STEVE BARRETT.	0.30 Hrs	400/hr	\$120.00
08/02/11	ER	REVIEW ADMINISTRATOR'S PROPOSAL; REVIEW EMAIL FROM BASSMAN; RESPOND TO EMAIL FROM BASSMAN.	0.80 Hrs	400/hr	\$320.00
08/02/11	SBB	CONFERENCE WITH ER RE INDEPENDENT FIDUCIARY REVIEW AND COSTS FOR SETTLEMENT	0.40 Hrs	350/hr	\$140.00
08/04/11	ER	REVIEW EMAIL FROM BASSMAN RE I.D. FIDUCIARY; EMAIL TO MJB RE SAME. EXTENSIVE EMAILS.	0.50 Hrs	400/hr	\$200.00
08/04/11	ER	PHONE CALL WITH MJB; ANSWER EMAIL TO BASSMAN WITH LENGTHY RESPONSE.	0.50 Hrs	400/hr	\$200.00
08/04/11	SBB	REVIEW AGREEMENT AND FIDUCIARY ISSUE -- CONFERENCE WITH ER RE SAME	1.00 Hrs	350/hr	\$350.00
08/05/11	ER	EXCHANGE OF EMAILS RE FINAL SETTLEMENT.	0.30 Hrs	400/hr	\$120.00
08/08/11	ER	REVIEW AND ACCEPT PROPOSAL FROM HEFFER, RADETICH; EMAIL ACCEPTANCE.	0.50 Hrs	400/hr	\$200.00
08/08/11	ER	REVIEW CLAIM FORM FROM HEFFER, RADETICH.	0.20 Hrs	400/hr	\$80.00
08/10/11	ER	REVIEW FINAL DRAFT AND SUGGEST ONE AMENDMENT.	1.40 Hrs	400/hr	\$560.00
08/10/11	ER	PREPARE FIRST DRAFT OF NOTICE TO PROPOSED CLASS MEMBERS.	2.60 Hrs	400/hr	\$1,040.00
08/10/11	ER	RESPOND TO EMAIL ABOUT EXACT LANGUAGE FOR PARAGRAPH 4.4.	0.30 Hrs	400/hr	\$120.00
08/11/11	ER	REVIEW FIRST DRAFT OF NOTICE TO CLASS AND FORWARD TO STEVE BARRETT AND MJB.	0.30 Hrs	400/hr	\$120.00
08/17/11	ER	MEET WITH CLIENT TO DISCUSS SETTLEMENT.	1.00 Hrs	400/hr	\$400.00
08/18/11	ER	REVIEW AND AMEND NOTICE OF CLASS ACTION SETTLEMENT.	1.20 Hrs	400/hr	\$480.00
08/18/11	SBB	CONSULT WITH PETE WINEBRAKE RE SETTLEMENT TERMS FOR CLASS ACTION	1.00 Hrs	350/hr	\$350.00
08/19/11	ER	PHONE CONFERENCE STEVE BARRETT RE NOTICE TO CLASS MEMBERS; REVIEW SAMPLE NOTICES.	0.30 Hrs	400/hr	\$120.00
08/19/11	MLE	LEGAL RESEARCH RE FEDERAL STANDARDS FOR GRANTING APPROVAL OF CLASS ACTION SETTLEMENT	0.60 Hrs	175/hr	\$105.00
08/19/11	MLE	REVIEW DRAFT MEMORANDA RE APPROVAL OF CLASS SETTLEMENT	0.70 Hrs	175/hr	\$122.50
08/20/11	ER	REVISE NOTICE OF CLASS ACTION SETTLEMENT.	0.60 Hrs	400/hr	\$240.00
08/22/11	ER	REVIEW CORRECTED NOTICE OF CLASS ACTION SETTLEMENT AND FORWARD TO BASSMAN.	0.50 Hrs	400/hr	\$200.00

Re: CONTINGENT - CLEMENS MARKETS - CLASS ACTION
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March 15, 2012

08/23/11	ER	MAKE FURTHER CHANGES IN NOTICE AS PER MB.	0.50 Hrs	400/hr	\$200.00
08/23/11	ER	MEET WITH ALDERFER.	0.40 Hrs	400/hr	\$160.00
08/25/11	MLE	DRAFT BRIEF IN SUPPORT OF MOTION FOR PROVISIONAL CLASS SETTLEMENT ORDER	0.80 Hrs	175/hr	\$140.00
08/26/11	MLE	DRAFT BRIEF IN SUPPORT OF MOTION FOR SETTLEMENT APPROVAL	2.20 Hrs	175/hr	\$385.00
08/29/11	MLE	DRAFT BRIEF IN SUPPORT OF MOTION FOR PRELIMINARY APPROVAL OF CLASS ACTION SETTLEMENT	1.90 Hrs	175/hr	\$332.50
08/30/11	MLE	DRAFT MEMORANDUM OF LAW IN SUPPORT OF MOTION FOR PRELIMINARY APPROVAL OF CLASS ACTION SETTLEMENT	1.20 Hrs	175/hr	\$210.00
08/31/11	MLE	DRAFT MEMORANDUM OF LAW IN SUPPORT OF MOTION FOR SETTLEMENT APPROVAL	1.80 Hrs	175/hr	\$315.00
08/31/11	MLE	DRAFT OMNIBUS MOTION FOR CLASS CERTIFICATION	1.20 Hrs	175/hr	\$210.00
08/31/11	MLE	REVIEW DRAFT ORDER FOR PRELIMINARY APPROVAL OF SETTLEMENT AND CLASS CERTIFICATION	0.30 Hrs	175/hr	\$52.50
09/01/11	ER	(AUGUST 31, 2011) REVIEW AMENDED NOTICE; PRELIMINARY APPROVAL ORDER AND FINAL APPROVAL ORDER, ALL FROM B. BASSMAN; EMAILS TO M. BURNS AND MATT RE SAME.	1.50 Hrs	400/hr	\$600.00
09/01/11	ER	REVIEW EMAILS FROM BASSMAN AND MATT ERLANGER; REVIEW PRELIMINARY ORDER; EMAIL BASSMAN ABOUT CHANGING PROPOSED PRELIMINARY ORDER.	0.40 Hrs	400/hr	\$160.00
09/01/11	ER	REVIEW MATT'S OMNIBUS MOTION AND BRIEF; EMAIL HIM POINTS THAT NEED REVISION.	0.50 Hrs	400/hr	\$200.00
09/01/11	MLE	DRAFT MOTION FOR PRELIMINARY SETTLEMENT APPROVAL	1.00 Hrs	175/hr	\$175.00
09/01/11	MLE	REVIEW AND REVISE DRAFT OMNIBUS MOTION AND BRIEF IN SUPPORT	0.40 Hrs	175/hr	\$70.00
09/01/11	MLE	EMAIL ED RUBIN, ESQUIRE RE REVIEW OF PROPOSED ORDER RE PRELIMINARY SETTLEMENT APPROVAL	0.30 Hrs	175/hr	\$52.50
09/06/11	ER	EMAILS TO AND FROM B. BASSMAN AND MATT ERLANGER RE FINALIZING DOCUMENTS.	0.30 Hrs	400/hr	\$120.00
09/06/11	ER	RECALCULATE NUMBER OF SHARES AND PRICE PER SHARE; CHANGE NOTICE OF SETTLEMENT AND EMAIL BASSMAN.	0.40 Hrs	400/hr	\$160.00
09/06/11	ER	PREPARE PLAN OF ALLOCATION.	0.60 Hrs	400/hr	\$240.00
09/06/11	MLE	REVIEW DRAFT ORDER FOR FINAL APPROVAL OF SETTLEMENT	0.30 Hrs	175/hr	\$52.50
09/06/11	MLE	FILE REVIEW RE TERMS OF STIPULATION OF SETTLEMENT	0.40 Hrs	175/hr	\$70.00
09/08/11	MLE	FINAL REVISION TO OMNIBUS MOTION FOR SETTLEMENT AND BRIEF IN SUPPORT	0.70 Hrs	175/hr	\$122.50

Re: CONTINGENT - CLEMENS MARKETS - CLASS ACTION
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09/10/11	ER	REVIEW MATT'S DRAFT OF OMNIBUS MOTION AND BRIEF AND MAKE AMENDMENTS.	0.40 Hrs	400/hr	\$160.00
09/14/11	ER	EMAIL BASSMAN ON STATUS AND PREPARE AND SEND AMENDMENT TO PLAN OF ALLOCATION.	0.40 Hrs	400/hr	\$160.00
09/19/11	ER	REVIEW FINAL DOCUMENTS SUBMITTED BY BASSMAN; EMAIL BASSMAN.	0.50 Hrs	400/hr	\$200.00
09/20/11	ER	AMEND PLAN OF ALLOCATION; CONTINUE REVIEW OF ALL FINAL DOCUMENTS SUBMITTED BY BASSMAN.	0.70 Hrs	400/hr	\$280.00
09/20/11	MLE	FINAL REVISIONS TO OMNIBUS MOTION FOR CLASS SETTLEMENT AND BRIEF IN SUPPORT	0.20 Hrs	175/hr	\$35.00
09/21/11	ER	LENGTHY EMAILS BACK AND FORTH TO BASSMAN RE UNITS OF STOCK AND USE OF CONVERSION FACTOR; REVIEW OLD MEMOS RE CONVERSION FACTOR.	0.80 Hrs	400/hr	\$320.00
09/22/11	ER	AMEND PLAN OF ALLOCATION AND NOTICE OF CLASS ACTION BECAUSE OF PROBLEM WITH "UNITS" VERSUS "SHARES"; RECALCULATE RECOVERY PER SHARE BASED ON MISTAKE FOUND BY BASSMAN IN NUMBER OF SHARES OF DEFENDANTS; EMAIL RE SAME.	1.50 Hrs	400/hr	\$600.00
09/22/11	ER	EMAILS WITH CORRECTIONS; REVIEW CORRECTIONS.	0.50 Hrs	400/hr	\$200.00
10/01/11	ER	(9/23/11) REVIEW CORRECTIONS SUBMITTED BY BASSMAN.	0.40 Hrs	400/hr	\$160.00
10/04/11	ER	REVIEW EMAILS RE SIGNING AND FINAL CHANGE TO NOTICE; EMAIL TO BASSMAN; INSTRUCTIONS TO STEVE BARRETT.	1.00 Hrs	400/hr	\$400.00
10/06/11	ER	PHONE CALL SINCAVAGE; REVIEW AGREEMENT FOR TICKLER DATES; EMAIL BURNS, BARRETT, AND SINCAVAGE.	0.60 Hrs	400/hr	\$240.00
10/06/11	ER	REVIEW FINAL DRAFT OF MOTION AND BRIEF AND EMAIL SBB RE EXHIBITS AND ORDER.	0.40 Hrs	400/hr	\$160.00
10/10/11	SBB	REVIEW DATA RE SHARES AND FINALIZED AGREEMENTS	3.00 Hrs	350/hr	\$1,050.00
10/25/11	ER	REVIEW FILE FOR FIDUCIARY REVIEW DEADLINE.	0.50 Hrs	400/hr	\$200.00
10/25/11	ER	REVIEW SPREADSHEETS FROM BASSMAN; EMAIL BASSMAN FOR CLARIFICATION.	0.70 Hrs	400/hr	\$280.00
10/26/11	MLE	REVISE OMNIBUS MOTION AND BRIEF TO REFER TO STEVEN BARRETT, ESQUIRE AS CLASS COUNSEL	0.30 Hrs	175/hr	\$52.50
10/27/11	ER	REVIEW SPREAD SHEETS; EMAIL BASSMAN RE SENDING THEM TO ADMINISTRATOR.	0.50 Hrs	400/hr	\$200.00
11/01/11	ER	EMAIL FROM BARAK; EMAIL TO OUR AUDITOR; REVIEW CONFIDENTIALITY AGREEMENT; REVIEW FIRST MOTION AND BRIEF; EMAIL STEVE BARRETT.	0.50 Hrs	400/hr	\$200.00
11/01/11	MLE	REVIEW FINALIZED OMNIBUS MOTION FOR PRELIMINARY APPROVAL OF SETTLEMENT AND BRIEF IN SUPPORT; EMAIL MOTION AND BRIEF TO ATTORNEY ED RUBIN	0.20 Hrs	175/hr	\$35.00

Re: CONTINGENT - CLEMENS MARKETS - CLASS ACTION
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March 15, 2012

11/08/11	ER	EMAIL BASSMAN, SINKAVAGE RE PROCEEDING TO FILE MOTION; START PUTTING TOGETHER ALL EXHIBITS TO ATTACH TO MOTION.	1.00 Hrs	400/hr	\$400.00
11/09/11	SBB	REVIEW MOTION AND EXHIBITS WITH ER FOR FINAL FILING.	1.00 Hrs	350/hr	\$350.00
11/10/11	ER	EMAILS WITH SINKAVAGE, BASSMAN, BURNS; PHONE CONFERENCE SINKAVAGE; WORK ON EXHIBITS FOR INITIAL MOTION; WORK ON CLAIM FORM.	1.20 Hrs	400/hr	\$480.00
11/10/11	ER	MEET WITH SBB; DICTATE CV TO ATTACH AS EXHIBIT.	0.60 Hrs	400/hr	\$240.00
11/10/11	ER	REVIEW AMENDMENTS TO BRIEF BY BASSMAN; E-MAIL SBB AND BURNS; INSTRUCTIONS TO WORK PROCESSING TO PRINT BRIEF; REVIEW SBB AMENDMENTS.	1.20 Hrs	400/hr	\$480.00
11/10/11	ER	PHONE CONFERENCE WITH CLIENT; E-MAIL TO BASSMAN.	0.50 Hrs	400/hr	\$200.00
11/10/11	ER	PREPARE CLAIM FORM FOR CLASS MEMBERS.	2.50 Hrs	400/hr	\$1,000.00
11/11/11	SBB	PREPARE BIO FOR MOTION	0.80 Hrs	350/hr	\$280.00
11/15/11	SBB	REVIEW BRIEF IN SUPPORT OF MOTION AND DEFENSE COUNSEL'S LANGUAGE, FURTHER REVISION TO SAME	0.60 Hrs	350/hr	\$210.00
11/23/11	SBB	EMAILS WITH COUNSEL RE CLAIM NOTICE, CONFERENCE WITH ER RE SAME	1.00 Hrs	350/hr	\$350.00
11/29/11	SBB	CALL WITH COUNSEL RE CLAIM FORM AND REVIEW DRAFT OF SAME	1.00 Hrs	350/hr	\$350.00
12/02/11	SBB	REVIEW CLAIM FORM AND FORWARD TO CO-COUNSEL, FILE MOTION FOR PRELIMINARY APPROVAL WITH COURT	1.00 Hrs	350/hr	\$350.00
12/14/11	SBB	EMAIL AND CALL WITH SINKAVAGE RE DATES, CALL WITH COUNSEL RE PROPOSED ORDER, CALLS WITH CLERK LIZZIE RE TRANSMISSION	2.00 Hrs	350/hr	\$700.00
12/15/11	SBB	CALLS WITH MIKE BURNS AND ED SINKAVAGE RE TAX ISSUES RAISED BY VANGUARD, CALL WITH COUNSEL RE SAME AND FORWARD IRS REGULATION	1.50 Hrs	350/hr	\$525.00
12/16/11	SBB	REVIEW CLAIM FORM AS EDITED BY SINKAVAGE AND ORDER SIGNED BY COURT, FORWARD TO SINKAVAGE FOR IMPLEMENTATION	1.00 Hrs	350/hr	\$350.00
12/19/11	SBB	REVIEW ORDER, CONFERENCES WITH ADMININSTRATOR, CALLS WITH MIKE BURNS, ER, AND BASSMAN RE CLAIM FORM LANGUAGE AND REVISIONS AND ESCROW ACCOUNT, CALL WITH COURT RE CLAIM FORM	4.00 Hrs	350/hr	\$1,400.00
12/20/11	SBB	CONFERENCE WITH COURT RE CLAIM FORM AND CONFERENCE WITH ADMINISTRATOR AND COUNSEL RE SAME.	1.00 Hrs	350/hr	\$350.00
01/16/12	SBB	REVIEW ESCROW AGREEMENTS OF ED SINKAVAGE AND BASSMAN - CHARTIS	2.00 Hrs	350/hr	\$700.00

Re: CONTINGENT - CLEMENS MARKETS - CLASS ACTION
 File Number 23766-001

March 15, 2012

01/31/12	SBB	REVIEW ESCROW AGREEMENT	1.00 Hrs	350/hr	\$350.00
01/31/12	SBB	CLIENT WITH FORM	1.00 Hrs	350/hr	\$350.00
02/01/12	SBB	FINALIZE ESCROW AGREEMENT	2.00 Hrs	350/hr	\$700.00
02/06/12	SBB	MEET WITH CLIENT RE STATUS OF BALLOTS AND CASE	0.50 Hrs	350/hr	\$175.00
02/20/12	SBB	WITH CLIENT AND CALLS WITH COUNSEL AND ED SINCAVAGE RE ESCROW AND BALLOTS	1.00 Hrs	350/hr	\$350.00
03/12/12	MLE	MEETING WITH STEVEN BARRETT RE REQUIREMENTS FOR FINAL APPROVAL OF SETTLEMENT	0.20 Hrs	175/hr	\$35.00
03/12/12	SBB	PREPARE MEMORANDUM OF LAW FOR HEARING; CALL WITH ED SINCAVAGE RE HEARING	2.00 Hrs	350/hr	\$700.00
03/13/12	SBB	MEETING WITH CLIENT RE HEARING	1.00 Hrs	350/hr	\$350.00
03/15/12	SBB	PREPARE FOR HEARING	1.00 Hrs	350/hr	\$350.00
TOTAL PROFESSIONAL FEES					\$87,737.50

DISBURSEMENTS

TRAVEL

01/26/11	TRAVEL, 04/14/10 & 05/07/10	\$25.00	
04/15/11	TRAVEL	\$15.30	
05/26/11	PARKING - 3/11/11	\$6.00	
06/13/11	TRAVEL	\$25.50	
06/13/11	PARKING	\$27.00	
			\$98.80

MEALS

05/26/11	MEALS - 3/11/11	\$5.02	
			\$5.02

EXPERT FEE

06/01/11	NIHILL & RIEDLEY	\$1,500.00	
			\$1,500.00

FAX

06/15/10	P.I.C.S.	\$39.96	
			\$39.96

Re: CONTINGENT - CLEMENS MARKETS - CLASS ACTION
File Number 23766-001

March 15, 2012

MISCELLANEOUS

07/28/10	BOWEN & BURNS	\$4,500.00	
			\$4,500.00

PROFESSIONAL FEE

11/23/11	STERLING FINANCIAL ADVISORS, LLC	\$5,000.00	
			\$5,000.00

SEARCH

12/31/10	PACER SERVICE CENTER	\$11.84	
			\$11.84

TOTAL DISBURSEMENTS	\$11,155.62
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TOTAL BILL	<u>\$98,893.12</u>
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**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

GERALD ALDERFER AND ALL THOSE :
SIMILARLY SITUATED CLEMENS :
MARKETS, INC. RETIREMENT :
SAVINGS AND PROFIT SHARING PLAN :
TRUST A, PARTICIPANTS :

Plaintiffs

V.

CLEMENS MARKET, INC. :
RETIREMENT SAVINGS AND :
PROFIT SHARING PLAN 003; et al. :

Defendants

CIVIL ACTION NO. 10-4423

A F F I D A V I T

I, **Michael J. Burns, Esquire**, being duly sworn under law, hereby do depose, state, and attest as follows:

1. I was retained by Plaintiff, Gerald Alderfer to represent him as co-counsel, along the law firm of Hamburg, Rubin, Mullin, Maxwell and Lupin, in the above-captioned matter which involves the Employee Retirement Income Security Act of 1974, 29 U.S.C. §1001, et seq. as amended ("ERISA").

2. Given the significant costs and expenses and risks with pursuing the ERISA claim that underlies this class action lawsuit, Mr. Alderfer agreed to and did enter into a Fee Agreement with Class Counsel.

3. Prior to attending law school, I served as a staff member for a United States Senator and in the Washington Office of the Governor of Pennsylvania; my duties included handling federal labor, transportation, and appropriation issues.

4. I graduated from the Villanova University School of Law in 1991.

5. I am licensed to practice and have been a practicing attorney in the Commonwealth of Pennsylvania and the State of New Jersey since 1991.

6. I am also admitted to practice in the United States District Courts for the Eastern, Middle and Western Districts of Pennsylvania and the United State District Court for the District of New Jersey.

7. In March 2007, I resigned as a Shareholder in the law firm of Christie, Pabarue, Mortensen, and Young, A Professional Corporation ("CPMY") to practice with Gerald L. Bowen, Esquire and to pursue an opportunity to represent the people and small businesses of "Main Street."

8. While I have handled a wide variety of litigation, including medical malpractice, professional liability, construction defect litigation, and mass tort litigation, my primary area of practice and specialization for the last 15 years has been ERISA matters.

9. At CPMY, I was the Chair of the ERISA Practice Group and served as national counsel for a local life and disability carrier and, also, served as counsel for several major local and national life, health, and disability insurance carriers in courts of the Third Circuit on ERISA and other matters.

10. My ERISA legal work has included admission to and oral argument in the United States Courts of Appeal for the Second, Third, Fourth, Seventh, and Eleventh Circuits, as well as review and preparation of briefs in almost every United States Circuit Court of Appeal.

11. My ERISA legal work has involved trials (Pro Hac Vice), oral arguments, and supervision of local counsel in over one hundred cases in numerous United States District Courts across the United States, in Canada, and in the Virgin Islands.


12. I have handled and tried ERISA cases in all three of Pennsylvania's United States District Courts, which work has included several large ERISA class actions.

13. I was appointed by and now serve as a certified Mediator for the United States Court for the Middle District of Pennsylvania in ERISA, employment, and other matters.

14. I am AV ® Rated by Martindale Hubbell.

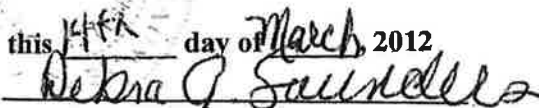
15. Based upon my experience and knowledge of ERISA, and my twenty (20) years of practice as a lawyer, and the complexity and risk involved in taking on this matter and in handling ERISA plaintiff cases given the grant of discretion afforded fiduciaries, it was and remains my belief that \$350.00 is a reasonable and appropriate hourly rate for my services. Indeed, four years ago in 2008, I had been approved to receive \$325.00 per hour by this Court in the case *Deborah Warner v. Metropolitan Life Ins. Co., et al*, 07-CV-3824. Further, this \$350.00 hourly rate is consistent with and below the Laffey Matrix standard.

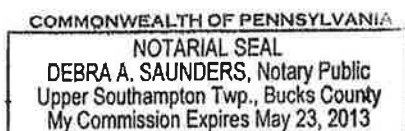
16. In handling Mr. Alderfer's matter, I kept and maintained a contemporaneous record of the work performed and amount of time spent, which has been typed and is set forth in the accompanying and attached Invoice for Professional Services Rendered.

By: 
Michael J. Burns, Esquire

Sworn and subscribed to me

this 14th day of March, 2012





BOWEN & BURNS
530 Street Road, P.O. Box 572
Southampton, PA 18966
(215) 322-9030
FAX: (215) 322-9308
Federal Tax Identification No. 23-2059695

Invoice for Professional Services Rendered

TO: Gerald Alderfer
105 East Broad Street
Telford, Pennsylvania 18969

RE: Gerald Alderfer vs. Clemens Markets, Inc.
Retirement Savings and Profit Sharing Plan, et al
USDC Eastern District of Pennsylvania No. 2:10-04423

DATE: March 14, 2011

DATE	ATTY	BILLING DESCRIPTION	HOURS
12/29/09	MJB	Meeting with Mr. Rubin re: stock option plan, ERSIA issue; reviewed the issues and paperwork; later brief research and then check on 5500 and evaluate file (includes travel time); note \$1.0 plus drop in plan assets on 5500.	3.5
1/5/10	MJB	Prepare outline of legal issues and corresponding facts to assess whether any valid ERISA claim and investigation needed; note documents to request.	1.8
1/6/10	MJB	Contact potential ERISA expert to address the issues and familiarity with stock liquidation in funded plans, etc.; difficult issues but need plan documents including corporate resolutions to assess.	0.4
1/5/10	MJB	Prepare letter to plan administrator requesting the provision of certain plan documents	0.5
1/5/10	MJB	E-mail Mr. Rubin status and draft letter.	0.1

1/8/10	MJB	Received Rubin letter to plan requesting materials.	0.1
1/22/10	MJB	Review status and discuss with Mr. Rubin; he will follow-up on documents.	0.3
2/8/10	MJB	Received letter from Attorney Wanger on behalf of plan re: documents and evaluate same.	0.2
2/9/10	MJB	E-mail to Mr. Rubin re: concerns with Plan's response and need clarity and follow-up; seems like hiding something.	0.3
2/9/10	MJB	Draft follow-up letter to Plan on issues with response and need for documents requested, etc.; send to Rubin for review and transmittal.	0.6
2/24/10	MJB	Rec'd e-mail re: Wanger request for additional time to respond and okay same to Mr. Rubin.	0.1
3/6/10	MJB	Receipt and review letter to Ed Rubin from William Wanger re: Clemens 401k Plan.	0.1
3/8/10	MJB	Rec'd. emails with documents from Plan; briefly review same.	0.2
3/15/10	MJB	Rec'd. Alderfer plan termination letter and also Roessner's chronology on stock and sale; examine same.	0.1
3/15/10	MJB	Review and evaluate all of documents from Plan's counsel re: Vanguard Trusts and other documents on handing; note still missing items and outline future handling; note to file.	1.8
3/17/10	MJB	Telephone call with Mr. Rubin and then with Mr. Alderfer re: termination of 401k Plan notice and to address same; note to file.	0.8
3/17/10	MJB	Research law re: 401k plan termination and effect on claims as well as review plan documents to see how it handles same.	2.9

3/17/10	MJB	Second telephone call with Mr. Rubin and Mr. Alderfer re: 401k plan termination.	0.3
3/28/10	MJB	Received an e-mail from Clemens employee on her interest in Plan and provision of documents to assess situation; called to discuss same; set up meeting.	0.2
4/1/10	MJB	Discussion with Rubin et al. re: various issues-401k, Clemens stock fund, retirement plan, distribution, Vanguard value stock, etc. and future handling.	2.0
4/6/10	MJB	Meeting with another Plan member re: her 401k plan documents with Clemens; note drop in value.	2.2
4/6/10	MJB	Evaluate 4/5/10 new plan change letter compared to last letter; assess same and reason.	0.5
4/6/10	MJB	Telephone call with Mr. Rubin re: second Plan participant materials.	0.2
4/6/10	MJB	Draft letter to Plan counsel re: provisions of materials.	1.4
4/6/10	MJB	E-mail to Mr. Rubin re: request documents concerning real estate and its sale, tax refund and value of the remaining shares.	0.3
4/6/10	MJB	Conduct research on ERISA law with respect to similar fiduciary concerns and failure to perform duties; ability to hold real estate and duty of fiduciary/investment counselor's to deal with same in market drop, etc.; also, what effect a closely held corp. has on same.	6.5
4/7/10	MJB	Receipt and review Mr. Rubin's letter re: requesting pertinent documents re: sale of Clemens Market and real estate.	0.1
4/7/10	MJB	Drafted confidential letter to Mr. Rubin re: other participants 401k plan file for his review.	0.1
4/10/10	MJB	Drafted letter to Mr. Rubin re: profit sharing plan.	0.1

4/21/10	MJB	Review re: status and emails with Mr. Rubin.	0.2
4/26/10	MJB	Update outline on issues and facts for new information – examine next steps.	0.3
4/27/10	MJB	E-mail to Mr. Rubin re: preparing a complaint, pursuing injunction relief and hearing, etc.	0.1
4/29/10	MJB	Telephone call with Mr. Rubin re: meeting with Plan attorneys and handling same.	0.1
5/6/10	MJB	Review issues and outstanding request for tomorrow's meeting and also prepare list of questions/inquiries on certain actions/steps by Plan and its trustees.	1.2
5/7/10	MJB	Prepare for and attend meeting with Mr. Wanger and Ms. Foreman at Fox Rothschild re: stockholder, cash, real estate, tax audit, and liabilities; plan and trustees, Board meetings, etc.; take notes.	3.5
5/10/10	MJB	Receipt and review of letter from Mr. Rubin to Mr. Wanger re: requesting list of current members of Plan Trustees, communications regarding termination of and liquidation of stock fund; Investment Bankers, Appraisers reports and the plan liquidation of stock value.	0.2
5/24/10	MJB	Telephone call with Ed Rubin re: need a list of potential independent Trustee's names.	0.1
5/24/10	MJB	Make phone calls and conduct research to identify potential ERISA plan experts to conduct independent review of Plan, etc.; identify several candidates and follow-up for resumes, etc.	4.7
5/25/10	MJB	Continue to search for an independent trustee.	0.8
6/7/10	MJB	Telephone call with Michael Halvorsen and Mr. Rubin re: service as independent trustee and facts of this matter.	0.5

6/8/10	MJB	Call with Mr. Hursch – independent expert to discuss credentials; emails on other experts, and continue search.	0.3
6/9/10	MJB	Email re: Clemens Trustee meeting for 6/28.	0.1
6/11/10	MJB	Telephone call with Mr. Waldron re: has experience with plans & is interested; briefly explained and he was cognitive of strict fiduciary issues.	1.0
6/18/10	MJB	Email and discussion with Mr. Rubin re: the Clemens trustee meeting and same.	0.3
6/22/10	MJB	Telephone call with Mr. Waldron re: his status and attendance at meeting, etc.	0.1
6/25/10	MJB	Telephone call with Mr. Waldron re: independent consultant on analysis on valuation of moving forward and fairness of valuation and Trustees acceptance of liability and take over; etc.	0.5
6/25/10	MJB	Telephone call with Angie Harrison re: status of Board work, etc.	0.2
6/25/10	MJB	Telephone call with Mr. Rubin re: Clemens Board issues and that there are still several questions on stock issue, etc; so will continue to investigate.	0.4
6/29/10	MJB	Conference call with Mr. Rubin, Tom Roesnner, & Gerry Alderfer re: questions on future handling; steps towards independent Trustee; and other issues, such as real estate, stock assets, etc.; note to file and future issues.	2.5
7/1/10	MJB	Telephone call with Mr. Wanger re: identifying the “right” price as Clemens is ready to buy stock, provide fairness option, satisfy plan participants and 401k Trustees.	0.8
7/1/10	MJB	Draft outline of work and role for independent expert Waldron to handle in examining Plan; telephone call with Mr. Rubin re: next steps to take; additional time spent on case.	1.6

7/1/10	MJB	Conduct additional research on Plan's ability to set price and sell stock as part of termination; use of independent valuation etc. to make sure proper steps are being taken and evaluate validity of same under circumstances.	1.0
7/7/10	MJB	Emails with Mr. Rubin on status and other issues.	0.2
7/18/10	MJB	Review re: status – no movement as the role of independent fiduciary continues to be restrained as to access and coverage of Plan events.	0.1
7/20/10	MJB	Receipt and review e-mail from Mr. Rubin re: preparing complaint.	0.1
7/25/10	MJB	Start outlining complaint and reviewing file documents for same-identify plan terms to include, etc.; conduct extensive research on ERISA claims to use asserts; assess facts to research and denote causes of action and remedies.	9.5
7/28/10	MJB	Continue to draft complaint.	4.5
8/2/10	MJB	Continue to draft complaint.	5.0
8/7/10	MJB	Continue to draft complaint; additional legal research on ERISA fiduciary roles and duties so can be precise on allegations on breach, etc.; add and revise on same.	9.5
8/11/10	MJB	Continue to draft complaint.	6.2
8/13/10	MJB	Draft complaint sent to Mr. Rubin for his review.	0.1
8/14/10	MJB	Received an e-mail from Mr. Rubin re: his revisions and additions to draft complaint.	0.2
8/18/10	MJB	Telephone call with Mr. Rubin re: additions and revisions to draft complaint and finalizing same; make revisions to same.	2.5
8/23/10	MJB	E-mail to Mr. Rubin re: sent another revised draft of complaint; note changes.	0.2

8/26/10	MJB	Revise and finalize complaint for filing of record.	3.5
8/27/10	MJB	Transmit final revised complaint to Mr. Rubin for his review and Alderfer sign off; okay to file.	0.1
8/30/10	MJB	Prepare administrative forms to file with complaint in Clerk's Office; other logistics to prepare and File same of record.	0.6
9/1/10	MJB	Filed complaint in U.S.D.C. ED Pa. Clerk's office.	N/C
9/8/10	MJB	Drafted letter to Mr. Rubin re: forwarding a time-stamped copy of Complaint.	0.1
9/14/10	MJB	Drafted letter to US. Department of Labor, Secretary of Treasury, and Regional Solicitor Re: serving the complaint and breach of fiduciary.	0.3
10/1/10	MJB	Drafted letter of Ms. Bearoff of Rubin's office forwarding the summons for service, etc.	0.1
11/2/10	MJB	Receipt and review Motion To Dismiss filed by Clemens Defendants and evaluate same-note issues and facts raised and potential responses to same; notes on same to file.	1.8
11/3/10	MJB	Telephone call with Mr. Rubin re: Clemens' filing and take on issues; outline future handling.	0.4
11/5/10	MJB	Received an e-mail from Mr. Rubin re: discussing real estate owned by Clemens which is included in the profit sharing plan.	0.1
11/11/10	MJB	Carefully read and examine arguments in motion to dismiss; outline same and identify legal research to address and evaluate; also, note facts to contest, etc.	5.6
11/12/10	MJB	Continue to address and research on motion to dismiss; 4.0 start outline of response to same; keep reviewing.	

11/19-20/10	MJB	Continue to research and draft reply to motion to dismiss; identify Exhibits; additional research on Moench case.	14.0
11/22/10	MJB	Finalize first draft of motion to dismiss and transmit to Mr. Rubin for review.	6.9
11/22/10	MJB	Reviewed Vanguard letter to Plan participants regarding plan termination and fund distribution; evaluate same.	0.1
11/24/10	MJB	Finalize motion to dismiss reply and prepare for filing of record; file of record.	4.5
11/24/10	MJB	Received e-mail for Ms. Bearoff re: Clemens Markets, Inc., Profit Sharing and Retirement Saving Plan termination notice.	0.1
12/1/10	MJB	Review Vanguard screen prints re: termination and plan distribution for participants; note concerns with same as do not want release of any claim in this lawsuit; investigate same.	0.2
12/6/10	MJB	Rec'd. motion from defendants to file reply brief; review same and anything new, etc.	0.1
12/8/10	MJB	Rec'd and analyzed reply brief on motion to dismiss filed by defendants; evaluate issues and whether to file another response, etc.; note my concerns.	0.7
12/8/10	MJB	E-mail to Mr. Rubin and Ms. Bearoff re: reply brief; focusing on merit and not on the process, etc.; not sure need to reply; also e-mail on Vanguard close out of Plan.	0.3
12/17/10	MJB	Telephone call from Mr. Spencer (law clerk to Judge Schiller) does not have all the exhibits as referenced in the appendix; explained that all we have and was produced.	0.1
12/21/10	MJB	Telephone call with Mr. Bassman re: release- he checked with Vanguard and Vanguard's counsel and there is no release required to take out funds.	0.2

12/23/10	MJB	Drafted a letter to Mr. Bassman of Pepper Hamilton re: the confirmation that there is no release and requesting if there is an Appendix to the 2010 Summary Plan description.	0.2
12/23/10	MJB	Received court order on motion to dismiss and memorandum – evaluate same and effect on case.	0.2
12/28/10	MJB	Prepare detailed plan for litigation and issues to address, etc.	5.0
12/29/10	MJB	Meeting with Mr. Rubin re: to review status of case, to discuss future handling, including experts, etc. given ruling and causes of action remaining; outline future handling. Also, included prep. time for same.	2.8
1/6/11	MJB	Prepare Plaintiff's SED and review file for same; send to Mr. Rubin for review and approval.	1.6
1/6/11	MJB	Begin drafting interrogatories, document requests, and requests for admissions for use in case and based upon complaint and documents; focus on the failure to have and produce certain documents and also the trustee on investment given plan issues on same; send documents request to Mr. Rubin.	3.5
1/14/11	MJB	Drafted letter to Mr. Bassman re: service of Plaintiff's Initial Disclosures under Rule 26.	0.1
1/24/11	MJB	Received e-mail from Ed Rubin re: memorandum on Tom Roessner and the Clemens Stock Holders meeting of 1/19/11.	0.2
1/24/11	MJB	Review re: status of expert witness retention and follow-up with prior contacts on same and status; outline the issues for an expert and start preparing materials for same; start securing CV's, etc.	2.7
2/4/11	MJB	Received Defendants' motion for summary judgment and assess same; note issues and response.	0.6
2/5/11	MJB	Telephone call with Mr. Rubin on summary judgment motion and handling same; start outlining response, potential affidavits, etc.	0.3

2/7/11	MJB	Receipt and review of discovery requests sent by Bassman; begin to prepare responses, etc.	1.0
2/8/11	MJB	Continue to draft responses to written discovery and identify documents etc. for same; brief research on ERISA limits on discovery and objections; note objections to assert, etc.	3.6
2/8/11	MJB	Review re: Defendants' response to our written discovery and handling same; check Judge Schiller's practices; advise Mr. Rubin needs to send courtesy letter, etc.	0.2
2/11/11	MJB	Continue drafting response and research on defendants' motion for summary judgment.	4.8
2/16/11	MJB	Rec'd notice of Rule 16 conference scheduling.	0.1
2/17/11	MJB	Received motion to stay discovery; discuss with Mr. Rubin and action to take on same.	0.8
2/17/11	MJB	Drafted letter to Judge Schiller re: requesting a conference call to discuss and resolve issues concerning discovery.	0.2
2/17/11	MJB	Conference call with Judge Schiller – Defendants' motions denied w/o prejudice.	0.2
3/4/11	MJB	Review re: status of Rule 26 docs., etc; start preparing proposed discovery plan.	0.5
3/7/11	MJB	Review and add to recitations to Rule 26 conference report- send to Mr. Barrett for review and call re: his revisions; finalize same and e-mail to Ms. Bassman.	1.8
3/8/11	MJB	Reviewing initial stock offering; Tom Roesener has second part of documents.	0.3
3/11/11	MJB	Review re: status and items to be address: answer to discovery responses; send Roesener in to review CMI documents at Roth; plan of liquidation; business valuation, etc.	0.2

3/11/11	MJB	Met with Mr. Barrett to prepare for Rule 16 conference; discuss strategy; review documents produced by Bassman.	0.6
3/11/11	MJB	Attended Rule 16 conference with Judge Schiller.	1.5
3/15/11	MJB	Receipt of an e-mail from Mr. Barrett re: Clemens Market's March 1, 2011 letter to shareholders with respect to the offer to purchase shares from stockholders.	0.2
3/22/11	MJB	Begin to review the box of documents produced by Defendants as discovery; carefully identify and categorize and then assess in case and for follow-up discovery and questions – keep notes on same.	8.5
3/23/11	MJB	Continue to review produced materials and highlight/mark key documents for use, etc.; evaluate use in defense.	5.1
3/29/11	MJB	E-mail from Mr. Bassman re: discussing numerous points-Vanguard work, number of shares, value per share, Units, class wide damages, proposed protection order, etc.	0.2
4/3/11	MJB	Review Vanguard and other materials provided on Plan assets, interests, etc.; analyze valuation and compare to 5500 and other docs. in file; assess amount at issue, etc.; outline different figures.	2.6
4/3/11	MJB	Participate in teleconference with Mr. Barrett and Mr. Rubin on valuation of plan loss and materials from Vanguard, etc.; note future handling in assessing settlement potential.	0.3
4/12/11	MJB	Prepare detailed chart on plan numbers and scenarios for settlement, etc.; outline the Clemens market payouts and track to share price, etc.	3.8
4/15/11	MJB	In-depth call with Mr. Barrett on outstanding issues for assessment of settlement and case and then, discuss what settlement should look like, etc.	1.4

4/15/11	MJB	Review Certification of Confidentiality and Protective Order for Maintaining Confidentiality of Plan Information; note issues.	0.6
4/19/11	MJB	E-mail from Mr. Barrett (via Mr. Rubin) re: start discussing settlement figures, we are obtaining an expert for review of data and talking to Vanguard regarding the stock valuation; also, change on Confidentiality agreement; call to discuss same.	0.2
4/20/11	MJB	Received e-mail from Mr. Bassman re: spreadsheet of Clemens Stock information.	0.2
4/21/11	MJB	Coordinate regarding retention of Nihill to provide valuation and review of issues; review credentials and terms, etc.; identify scope of work.	1.6
5/5/11	MJB	Meet with Nihill Ridley at HRM re; expert work and background on case; reach agreement to retain.	2.9
5/18/11	MJB	Prepare file for expert review and identify key documents.	1.6
5/19/11	MJB	Meeting with Nihill expert Mr. Geisser re: review documents from Pepper Hamilton with him; also e-mails on stock values, certain reports are missing; has issues with documents and amount of expenses.	8.9
5/25/11	MJB	E-mail from Mr. Geisser re: his follow-up to the review of documents along with a list of documents of issues and concerns; send to Rubin/Barrett.	0.6
5/25/11	MJB	Telephone call with Mr. Geisser on valuation issue – okay with figure and some issues to consider.	0.9
5/26/11	MJB	Telephone call with Mr. Barrett re: strategy, settlement issues, Nihill's take on valuation, etc.	0.6

6/3/11	MJB	Conference call with Mr. Rubin and Mr. Barrett on status of case, plan for this week's conference and settlement demand; identified range.	0.5
6/3/11	MJB	Received e-mail from Mr. Barrett re: confidential settlement outline.	0.2
6/9/11	MJB	Prepare materials and outlined issues to raise at upcoming meeting on case and potential for settlement; attached key documents.	5.6
6/9/11	MJB	Telephone call from Mr. Alderfer re: status of case.	0.4
6/9/11	MJB	Telephone call with Mr. Barrett re: strategy for 6/13/11 settlement meeting.	0.9
6/13/11	MJB	Attended conference at Pepper Hamilton re: discuss potential for resolution.	5.5
6/15/11	MJB	Telephone call with Mr. Barrett on status and revised demand, etc.	0.2
6/16/11	MJB	Participated in telephone conference with Rubin and Barrett on settlement number and terms.	0.8
6/27/11	MJB	Telephone call with Court re: papers and handling motion to approve settlement.	0.2
6/27/11	MJB	E-mails with Mr. Rubin re: settlement papers and court filings.	0.2
6/28/11	MJB	E-mails with Mr. Rubin on settlement filings to be clean.	0.1
6/29/11	MJB	Received draft settlement agreement -note any issues with same.	0.4
8/11/11	MJB	Received email from Mr. Rubin with class notice draft for review.	0.1

8/15/11	MJB	Review class notice and the documents with focus on ERISA issues-evaluate and comments to Mr. Rubin.	2.2
8/31/11	MJB	Received several proposed notices, etc. Briefly review same and note any issue.	0.3
9/6/11	MJB	Review final version of settlement filings with court-speak with Mr. Rubin on same.	1.1
9/7/11	MJB	Received e-mail from Mr. Rubin that settlement papers finalized and to be signed shortly.	0.1
10/5/11	MJB	Received and signed class settlement agreement.	0.2
10/6/11	MJB	Review Motion for Preliminary Approval of settlement to be filed shortly-note comments to same so can file ASAP.	0.7
10/6/11	MJB	Called clerk to advise re: status of settlement filings.	0.1
12/2/11	MJB	Review and comment on claim form for use with settlement class.	0.2
12/2/11	MJB	Received notice of filing of motion to certify class, etc.	0.1

TOTAL HOURS:	223.5
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ATTORNEY FEES	223.5 hours @ 350.00 per hour	\$78,225.00
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EXPENSES:

12/29/09	Meeting at Hamburg, Rubin	\$ 8.71
	Office- BBLO-Hamburg office	
	19.36 miles @ .45	
	- Hamburg office to home	
	12.33 miles \$.45	\$ 5.55
6/23/10	Meeting at Fox Rothschild office	
	BBLO to Rothschild (Blue Bell)	
	20.49 miles @ .45	\$ 9.22
	Rothschild to home	

6.37 miles @ .45	\$ 2.86
8/31/10 218 copies at .10 each	\$ 21.80
9/1/10 Filing fee Eastern District Court Service:	\$ 350.00
9/1/10 MJB Mileage USDC 48.8 @.45	\$ 21.96
9/14/10 Certified Mail 3 @ \$7.17	\$ 21.51
3/3/11 Case Management Conference- home-Center City 12.59 miles @ .45	\$ 5.66
Center City-Bowen & Burns office 24.40 miles @ .45	\$ 10.98
-Parking	\$ 3.00
6/6/11 Meeting with experts at Hamburg & Rubin- MJB to Hamburg, Rubin, Maxwell & Lupin to office 19.36 miles @ .45	\$ 8.71
6/10/11 421 copies @ .10	\$ 42.10
6/13/11 Parking: settlement meeting at Pepper Hamilton	\$ 20.00
Total Expenses:	\$ 532.06

TOTAL DUE: \$78,757.06

We appreciate your business and your prompt attention to this invoice. Payment is due within thirty (30) days. If you have any questions or issues, please feel free to call Michael J. Burns at 215-322-9030. Thank you!